

WORKSHEET AND INSTRUCTIONS FOR COMPLETING
THE
“CERTIFICATE PERTAINING TO FOREIGN INTERESTS”
(Three Pages)

NOTE: In order to encompass the DOE Acquisition Regulation definition of foreign interest, when answering these questions use the definitions of "foreign person" and "U.S. person" contained in the National Industrial Security Program Operating Manual of January 1995. Foreign person is "Any foreign interest and any U.S. person effectively owned or controlled by a foreign interest." U.S. person is "Any form of business enterprise or entity organized, chartered or incorporated under the laws of the U.S. or its possessions and trust territories and any person who is a citizen or national of the U.S."

Question Number 1:

a) Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5 % or more of the outstanding shares of any class of your organization's equity securities? Yes ____ No ____

If yes: 1) identify the percentage of any class of stock or other securities issued which are owned by foreign persons, broken down by country. Include indirect ownership through one or more intermediate level(s) of subsidiaries. Indicate voting rights of each class of stock; 2) are there shareholder agreements? If yes, attach a copy(ies), and if none, so state; and 3) indicate whether a copy of SEC Schedule 13D/13G report has been received from any investor. If yes, attach a copy(ies).

NOTE: Ownership of less than 5% should be included if the holder is entitled to control the appointment and tenure of any management position.

b) (for entities which do not issue stock): Has any foreign person directly or indirectly subscribed 5% or more of your organization's total capital commitment? Yes ____ No ____

If yes: 1) identify the percentage of total capital commitment which is subscribed by foreign persons; and 2) is there an agreement(s) with the subscriber(s)? If yes, attach a copy(ies), and if none, so state.

Question Number 2:

Does your organization directly, or indirectly through your subsidiaries and/or affiliates, own 10 % or more of any foreign interest? Yes ____ No ____

If yes: 1) identify the foreign interest by name, country, percentage owned, and personnel who occupy management positions with the organization; and 2) if there are personnel from your organizations who occupy management positions with the foreign firm(s), identify the name(s), title, and extent of involvement in the operations of the organizations (to include access to classified information).

Question Number 3:

Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials? Yes ____ No ____

If yes: 1) identify the foreign person(s) by name, title, citizenship, immigration status and clearance or exclusion status; and 2) attach copies of applicable by-laws or articles of incorporation which describe the affected position(s). However, if you have already provided such copies to the Cognizant Security Agency Industrial Security Representative, so state.

Question Number 4:

Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization? Yes ____ No ____

If yes, identify the foreign person(s) by name, title, citizenship, and all details concerning the control or influence.

NOTE: If any foreign person(s) have such power, this question shall be answered in the affirmative even if such power has not been exercised, and whether or not it is exercisable through ownership of your facility's securities, if such power may be invoked by contractual arrangements or by other means.

Question Number 5:

Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person? Yes ____ No ____

If yes: 1) for each instance, provide the name of the foreign person, country, percentage of gross income derived, and nature of involvement, including: a) whether defense/nuclear related or not; b) involvement with classified or export controlled technology; and c) compliance with export control requirements; and 2) where the organization has a large number of involvements and where these involvements are not defense/nuclear related and represent a small percentage of gross income, the explanation can be a generalized statement addressing the totals by country.

NOTE: We do not expect and will not require the contractor to ask every customer if he/she falls within the NISPOM definition of a foreign person. We will ask the contractor to provide ongoing security education to those individuals who negotiate and/or administer such agreements regarding their responsibilities to report agreements with a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question to "the best of his/her knowledge" or "through his/her best efforts".

Question Number 6:

Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)? Yes ____ No ____

If yes: 1) provide your overall debt-to-equity ratio (in percentage); 2) with respect to indebtedness or liability to a foreign person, indicate to whom indebted or liable, what collateral has been furnished or pledged, and any conditions or covenants of the loan agreement. If stock or assets have been furnished or pledged as collateral, provide a copy of the loan agreement or pertinent extracts thereof (to include procedures to be followed in the event of default); 3) if any debentures are convertible, provide specifics; 4) if loan payments are in default, provide details; and 5) this question should be answered in the affirmative if the debt is with a U.S. entity that is owned or controlled either directly or indirectly by a foreign person. If unknown, so state.

NOTE: As stated above, we do not expect and will not require the contractor to ask every lender if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle lending arrangements regarding their responsibilities to report any such agreements with a foreign person lender, to the best of their knowledge. The contractor will be certifying the response to this question to "the best of his/her knowledge" or "through his/her best efforts".

Question Number 7:

During your last fiscal year, did your organization derive: a) 5% or more of its total revenues or net income from any single foreign person; b) in the aggregate 30% or more of its revenues or net income from foreign persons? Yes ____ No ____

If yes to either part of the question: 1) provide overall percentage of income derived foreign sources by country, nature of involvement, and type of services or products; 2) indicate if any single foreign source represents in excess of 5% of total revenues or net income; 3) indicate whether any classified information is involved; and 4) state whether facility is in compliance with applicable export control requirements.

NOTE: As previously stated, we do not expect and will not require the contractor to ask every customer if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle information about company revenues regarding their responsibilities to report revenues derived from a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question to “the best of his/her knowledge” or “through his/her best efforts”.

Question Number 8:

Is 10% or more of your organization's securities held in "nominee shares," in "street names," or in some other method which does not disclose the beneficial owner? Yes ____ No ____

If yes: 1) identify each foreign institutional investor holding 10% or more of the voting stock by name and address and the percentage of stock held; and 2) indicate whether any investor has attempted to, or has exerted any control or influence over appointments to management positions or influenced the policies of the organization.

Question Number 9:

Do any members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants for, any foreign person(s)? Yes ____ No ____

If yes: 1) provide the name, title, citizenship, immigration status and clearance or exclusion status on all such persons; 2) identify, by name and address, each foreign organization with which such persons serve and indicate the capacity in which they are serving; and 3) include a Statement of Full Disclosure of Foreign Affiliations for every cleared individual who is a representative of a foreign interest.

NOTE: We expect the contractor to be able to answer this question fully for those individuals holding such positions with his/her foreign subsidiaries and any foreign interests. However, we do not expect and will not require the contractor to ask every individual to ascertain if he/she is serving as director, office or manager of a foreign person. We will ask the contractor to provide ongoing security education to all key management personnel of their responsibilities to report serving as an interlocking director or in any other type or positions with a foreign person to the best of their knowledge. The contractor will be certifying the response to this question as being to “the best of his/her knowledge” or “through his/her best efforts”.

Question Number 10:

Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operation or management of your organization? Yes ____ No ____

If yes, describe the foreign involvement in detail, including why the involvement would not be reportable in the preceding questions.